

**UNITED STATES BANKRUTPCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re	)	) Chapter 11
	)	)
RESIDENTIAL CAPITAL, LLC, <u>et al.</u>	)	) Case No. 12-12020-MG
	)	) (Jointly Administered)
Debtors.	)	)
	)	)

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**ORDER AUTHORIZING THE AD HOC GROUP OF JUNIOR SECURED  
NOTEHOLDERS TO EXCEED PAGE LIMIT FOR ITS OBJECTION TO THE  
DEBTOR'S MOTION FOR APPROVAL OF THE RMBS TRUST SETTLEMENT**

Upon the request of the Ad Hoc Group of Junior Secured Noteholders (the “Ad Hoc Group”)<sup>1</sup> for entry of an order allowing the Ad Hoc Group’s objection (the “Objection”) to the motion<sup>2</sup> of Residential Capital, LLC and its debtor subsidiaries (collectively, the “Debtors”) to exceed the twenty-five (25) page limit (the “Page Limit”) for all memoranda contained in the Court’s order establishing certain notice, case management and administrative procedures [ECF No. 141] (the “Case Management Order”); and it appearing that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this is a core proceeding pursuant to 28 U.S.C. § 157(b); and it further appearing that the relief requested is in the best interests of the Debtors’ estates, their creditors, and other parties in interest, it is hereby

ORDERED that the relief request is granted as set forth herein; and it is further

ORDERED that the Objection may exceed the Page Limit set forth in the Case Management Order by up to fifteen (15) pages, for a total of not more than forty (40) pages.

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<sup>1</sup> The Ad Hoc Group is comprised of certain holders of 9.625% Junior Secured Guaranteed Notes due 2015 (the “Junior Secured Noteholders”) issued under that certain Indenture dated as of June 6, 2008.

<sup>2</sup> Debtors' Motion Pursuant to Fed R. Bankr. P. 9019 for Approval of RMBS Trust Settlement Agreements [ECF No. 320], Debtors' Supplemental Motion Pursuant to Fed. R. Bankr. P. 9019 for Approval of RMBS Trust Settlement Agreements [ECF No. 1176] and Debtors' Second Supplemental Motion Pursuant to Fed. R. Bankr. P. 9019 for Approval of RMBS Trust Settlement Agreements [ECF No. 1887].

Dated: February 1, 2013  
New York, New York

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**/s/Martin Glenn**  
MARTIN GLENN  
United States Bankruptcy Judge